

EVANSVILLE INDIANA

By-Laws

Tepe Park Neighborhood Association Inc.

**Adopted by
Membership &
Board of Directors**

12-18-2017

Association By-Laws

Tepe Park Neighborhood Association Inc.

Article I: Name

The name of this organization shall be Tepe Park Neighborhood Association

Article II: Offices and Mailing Address

Section 1. Principal Office : The principal office for conducting the activities and affairs of the organization is hereby fixed and located in Evansville, Indiana. The mailing address for the organization shall be 1162 S. Linwood Ave Evansville, IN 47713. The Board of the Association may change the principal office or mailing address from one location to another. Any such change shall be noted on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2: Other Offices: The Board may at any time establish subordinate offices at any place or places, whether within or without the neighborhood of Tepe Park Association in Evansville, Indiana.

Article III: Objectives and Purposes

The objectives of the Association shall be to enhance the livability of Tepe Park Neighborhood by working to have safe walkable streets, neighborhood friendly businesses and services, promote and preserve public green spaces, recognize and maintain ethnic family thru socio-economic and cultural diversity. To manage growth within the neighborhood ensuring architectural styles and well maintained neighborhood. Achieving a sense of community by encouraging responsibility, involvement, and pride among all residents. To promote a working relationship with other associations, non-profits, civic organizations, and government agencies.

Article IV: Purpose Limitation

Section 1. Nonpartisan Activities: The Organization has been formed under the Indiana Nonprofit Corporation Act of 1991 (as amended) for public and charitable purposes described in Article III above, and the Organization shall be nonprofit and nonpartisan. No substantial part of the activities of the Organization shall consist of carrying on

propaganda, or otherwise attempting to influence legislation, nor shall the Organization in any manner or to any extent participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2: Dedication of Assets: The properties and assets of the Organization are irrevocably dedicated to public and charitable purposes. No part of the net earnings, properties, or assets of this organization, whether upon dissolution or otherwise, shall insure to the benefit or be distributed to any private person or individual, or any Board Officer of the organization. Upon liquidation or dissolution of the organization, it's property and assets shall be distributed and paid over to one or more organizations for the sole purpose of furthering one or more of the exempt purposes as provided in Sections 501(c)(3) and 170(b)(1)(A) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as shall be selected by the Board of the Organization.

Article V: Members, Voting Rules, and Voting Procedures

Section 1. Define Membership: A person, business, or entity who pays yearly dues to Tepe Park Neighborhood Association.

Section 2. Resident Membership: Any resident 18 years or older living, renting or owning property in the neighborhood defined as the area Southside of Washington Ave, on the east side of West Kentucky Ave., to the north side of Riverside Drive to East side of Garvin St, shall be eligible for resident membership including voting, holding office, serving in Departments or committees and speaking on the floor at membership meetings.

Section 3. Non-Resident Membership: Any person 18 years or older, who are interested in the objectives of the organization but do not live or own property in the Tepe Park boundaries (as listed in section 1) shall have all the privileges of membership, except being a President, Vice President or Director of a board.

Section 4. Business, Club, or Organization Membership: Where membership involves a business, club or organization, such group shall, on being accepted into membership, immediately file with the Secretary of the Board the name and address of its representative, who shall be entitled to cast one vote in general membership meetings.

Section 5. Rights of Members: Every member of the Organization is entitled one vote per proposal which includes but not limited to: Bylaws, elections, project proposals created and controlled by the Board or Departments of the Organization. Exemption: Nonresident

votes will not count for more than 25% of the total vote. Annual Membership Dues are as follows:

- A. Resident and Non-Resident Members
 - a. Individuals - \$10.00
 - b. Family (no more than 4 adults living in the same household) - \$20.00
 - c. Businesses or Nonprofits \$50.00
- B. Any additional membership donations paid at due time shall be used to sponsor another resident member which may not be have the funds to belong but wishes to.
- C. Any individual can petition the governing board in writing to have their membership dues Waived, upon Board approval they will be notified.

Section 6. Project/Proposal Procedure: Board and Departments: When a Department creates a proposal that will impact or affect public spaces, neighborhood culture, or use of physical organization assets with a value in excess of \$250.00 or more. The Director of the Department will present a proposal to general membership for voting procedure in Section 7.

Section 7. Public Proposal and Member Voting Procedure: Proposals can be brought before the general meeting for a vote by the president, board member, or a designated staff member to the membership through a general meeting. A proposal can be submitted for absent voting on the organization's website or other organizational social media outlet, to allow full review before casting a vote.

All members will have 30 days from date of proposal presentation to cast their absentee vote of "Yes, No or None" if opposed to all options may comment. All final votes are held at general meetings.

Votes can be cast by either written communication given directly to a Board Officers or who presented the proposal, or by email (board@tepepark.org).

All members will have 30 days from the date of proposal presentation to cast their absentee vote. Non-resident votes will not count for more than 25% of the total vote.

Section 8. The Fiscal Year: Is defined as a calendar year, unless otherwise identified by the board. The Dues notice shall be sent by the Membership Director and the Treasurer shall collect the dues annually in the month of June. The Treasurer shall forward those names to the Membership Director and in the event they are not paid by a member in June he / she will send out a second notice 30 days from the first notice. The Board may adjust annual dues, if it is considered such a change beneficial to the association.

Section 9. Membership Department: Membership Director will keep an updated list of all member names and contact information to be distributed to Board Officers or Department Directors once a year. Additional copies can be requested by board members.

Section 10. Revoking Membership: The board has the right to cancel, by majority vote, the membership of any member whose conduct is deemed prejudicial to the objectives, character or not in the best interest of the organization or Tepe Park Neighborhood. This includes any member of the governing board. A member given notice of such alleged misconduct shall first be mailed to said member 10 days prior to board meeting at which said misconduct is to be considered. The person may appear in person to challenge the proposed action of the board.

Article VI: Board Officers and Department Directors

Section 1. Define Board Officers: The Organization shall have an advisory board of Officers consisting of a President, Vice President, Secretary, Treasurer, a member at large, and department directors. Title Descriptions and duties as follows:

A. President:

- a. Preside over all general meetings and will report on Board meeting actions
- b. Represent the Organization to all publics, except the President may ask another Officer or Director to represent the organization as required.
- c. Appoint standing and special committees, Departments, and designated Board members.
- d. Identify members for special assignments.
- e. Sign with the Secretary or any other office authorized by board legal document authorized by the board.
- f. With assistance of members, set agenda for the organization.
- g. Spend up to \$250 for a community event without board approval providing funds are available by checking with the Treasurer.

B. Vice President

- a. Assist the President.
- b. Represent the President when requested by the President.
- c. Be empowered by the Board to sign documents requiring the President's signature, in case of absence of the President or Board.

C. Secretary

- a. Keep minutes and other appropriate records for the organization.
- b. Sign any contracts authorized by the Board.
- c. Ensure all general and board meetings are posted to the organization's website calendar no later than one week before the meeting.

- d. In charge of sending membership due notices and follow up notices by working with the Treasurer and Membership Director.

D. Treasurer

- a. Have charge of all organization funds/ bank accounts, sharing this information with their appointed backup.
- b. Sign with other appointed member on all withdrawals of funds.
- c. Shall have the Authority to spend discretionary funds up to, but not exceeding, \$100.00 without board approval between the board meetings.
- d. Perform other duties as requested by the President or Board.
- e. Present a complete account of the organization funds identifying the source of funding and disbursement, at monthly meetings to the Board and at Membership Meetings.
- f. Prepare annual statement accounting for association funds.
- g. Help identify business sponsors who provide or will provide discounts or sponsor organizations.
- h. Prepare and file all necessary tax paperwork and documentation annually, prior to deadline.

E. Member at Large:

- a. Shall assist the advisory board. The will also be a back-up treasure on the account.

Section 2. Department Directors: Department Directors are advisory Board members that report directly to the President and Board Officials. They are as follows: Director of Communications, Director of Membership, Director of Events/ Fundraising, Director of Community Building, Director of Parks and Healthy Living, Director of Education, Director of Safety, Director of Economics and Jobs, Director of Housing. Additional directors may be appointed at the discretion of the President and Vice President. Directors will review and sign job descriptions annually.

Section 3. Responsibilities All Board Members:

- Will Attend all General Meetings.
- Will write an article for the newsletter 4 times per year about the activities within the Department or area.
- Will attend all Board meetings.
- Will present to the general membership, at a general meeting, about their assigned area or department, at least once per calendar year.
- Annual Review and signing of; Conflict of Interest Policy, Whistleblower Policy, Dissolution Policy, at annual meeting prior to IRS 990 filing.

Section 3. Powers: Subject to the provisions of the Indiana Nonprofit Corporation Law and any limitations in the Articles of Incorporation and the Bylaws, the activities and affairs of the Organization shall be conducted and all organization powers shall be exercised by or under the Direction of the Board. Without prejudice to these general powers and subject to the same limitations. The Officers of the Board and Directors shall have the power to:

- Select and remove all officers, agents, and employees of the Organization; prescribe any powers and duties for them that are consistent with the law, with the Articles of incorporation, and with the Bylaws; fix their compensation, if any; and require from them security for faithful service.
- Adopt, make, and use Organizational seal, or official letterhead, and to alter the form of such seal or letterhead from time to time.
- Adopt, amend, and repeal bylaws.
- Make donations on behalf of the Organization for the public welfare or community funds, hospital, charitable, educational, civic, or similar tax-exempt purposes;
- Assume obligations and enter into contracts on behalf of the organization, including partnerships with outside entities. (Directors must first obtain approval of the President or Board before they can proceed in these actions).

The President or Officers may develop, and make changes to, the individual Department Director Job Descriptions as necessary.

Section 4. Policy Making: The advisory board, made up of, officers and Directors shall be the policy making body of the organization and empowered to make decisions on behalf of the organization. We reserve the right to place change of policy before general membership in order to get a general consensus. If the board puts this to a vote they must abide by the decisions.

Section 5. Officers: Election and Term Limits: A President and Vice President have a 4 year term limit. They may serve two consecutive terms but must sit out for a period of 1 term before re-entering one of these offices. They can be moved to a Director Position after their term, if approved by the majority of the board, and there is a Director vacancy. The President and Vice President must be current residents of Tepe Park Neighborhood. The Secretary and Treasurer do not have term limits they are appointed by the president and vice president. Note: President and Vice President goes into effect with the next election in 2019.

Section 6. Department Directors Appointment and Term Limits: Department directors are appointed by the president and vice president. Department staff can give their recommendations of possible candidates. They have no term limits. Directors report directly to the president and officers of the board. They will carry out their duties according to their written job descriptions.

Section 7. Officer or Director Board Member Dismissal or Resignation: A board member can be dismissed from office at the discretion, and majority vote of the board. Examples of reasons for dismissal: Missing three or more member meetings, board meetings, or events without prior notice and approval of the President within a calendar year. If they violate the Conflict of Interest policy; not acting in a manner that is conducive and aligned with the organization's goals and values. Whether a board member resigns or is dismissed they must provide the President with:

- All keys, paperwork, passwords (email and otherwise), full contact list of partners, staff, and volunteers, associated with their area or department.
- Any information on current projects, proposals, within their area or department.

Section 8. Vacancies: Vacancies on the Board, including a vacancy resulting from the removal of a board member, officer or director, may be filled by a majority of the board then in office, whether or not less than a quorum, or by sole remaining director or officer. Each board member so elected or appointed shall hold office until the next annual election meeting and until a qualified successor has been elected unless due to illness, moving, or other in a written notice.

Section 9. Conflict of Interest Policy: Any advisory board member that feels they may have actual or possible conflict, as defined in the organization's conflict of interest policy, must disclose the existence and details of the conflict. The board will follow the procedures outlined in the conflict of interest policy when one is identified or reported. This policy will be reviewed and signed by every advisory board member annually.

Section 10. Fees and Compensation of Officers: Officers, and committee members shall serve on the Board in a voluntary capacity and shall receive no compensation for such services. Officers may receive such reimbursement for costs and expenses incurred or paid by them while acting on behalf of the organization as may be fixed or determined by resolution of the board. Nothing in this section shall be construed to preclude an officer from serving the organization in any capacity other than a officer, director, agent, and receiving compensation for such service, provided that the amount of such compensation is determined by resolution of the Board to be just and reasonable.

Article VIII: Departments within the Organization

Section 1. Department Names: Communications Department, Membership Department, Events/ Fundraising Department, Community Building Department, Parks and Healthy Living Department, Education Department, Safety Department, Economics and Jobs Department,

Housing Department. All general descriptions are outlined in our quality of life plan. The quality of life plan is to be used as a guide for all departments, but actions are not limited to this outline.

Section 2. Department Organization: All Departments will be led by a Director (whose description can be found in Article VII). They will also have voluntary members for day to day operations and project development, and volunteer help for events or special projects as assigned by the Director.

Section 3. Additional Departments or Committees: Additional departments or committees may be formed at the discretion of the advisory board. President will address tasks or issues outside of the standing department or committees.

Section 4. Standing Committees: The organization shall have the following standing committees:

- Audit Committee: In order to provide the greatest level of protection for funds donated to or acquired for the organization, an Audit Committee composed of the Treasurer, back-up Treasurer and two other board members shall review the financial operations of the organization each year. This committee shall report on this annual review at the Annual Board meeting prior to yearly IRS filing, and shall make this information available to any outside auditing body, should such be utilized.

Article VIII: Parliamentary Authority

Section 1. The rules contained in current edition of Robert's Rules of Order Newly Revised shall govern the organization in all cases in which they are not in conflict with these bylaws and any special rule adoption by the the organization. A quorum at the advisory board meetings shall be a majority of board members. A quorum at a general meeting shall be the voting membership present at the meeting, provided that the time and place of the meeting has been duly publicized.

Section 2. Meetings: General membership meetings shall be held on the third Monday of each month beginning in March and ending in December, except when otherwise determined by the board. Board meetings shall be held quarterly. Notice of meeting shall be provided by the president. Outside regular board meetings, the board is authorized to conduct business by email. Any motion approved by email must be confirmed at the next regular board meeting. In conjunction if a quorum is present any general member whose dues are current is welcome to observe a board meeting. However they must give advance notice and be on the agenda if he or she wants to speak. Emergency board meetings, outside regular

board meetings can be held if all board members are given at least 48 hours notice of the time and location.

Article IX: Indemnification of Officers, Directors, Employees, and Other Agents

Section 1. Definitions: For the purpose of this Article only:

- Agent: Means any person who is or was a director, officer, employee, or other agent of the organization, or is or was serving at the request of the organization as a director, officer, employee, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise.
- Proceeding: Means any threatened, pending, or completed action or proceeding, whether civil, criminal, administrative, or investigative.
- Expenses: Including without limitation attorneys' fees, costs, and any other expenses incurred in the defense of any proceedings against an agent by reason of the agent's position or relationship as an agent of the organization and all attorneys' fees, costs, and other expenses incurred in establishing a right to indemnification under this article.

Section 2. Successful Defense by Agent: To the extent that an agent of the Organization has been successful on the merits in the defense of any Proceeding, referred to in this article, or in this Article, or in the defense of any claim, issue, or matter therein, the Agent shall be indemnified against Expenses actually and reasonably incurred by the Agent in connection therewith.

Section 3. Actions Brought By Persons Other Than The Organization: Subject to the required findings to be made pursuant to Section 5 below, the Organization shall indemnify any person who was or is a party, or is threatened to be made a party, to any proceeding (other than an action brought by, or on behalf of, the organization, an action brought on the grounds that the person was or is engaging in self-dealing within the meaning of the Indiana nonprofit corporations law, or an action brought by the attorney general, or a person granted relator status by the attorney general for any breach of duty related to assets held in charitable trust) by reason of the fact that such person is or was an agent of the organization for all expenses judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with the proceeding.

Section 4. Actions Brought By or On Behalf of the Organization:

- Claims Settled Out of Court: If any Agent settles or otherwise disposes of a threatened or pending action brought by or on behalf of the Organization, with or

without court approval, the Agent shall receive no indemnification for either amounts paid pursuant to the terms of the settlement or other disposition, or for any Expenses incurred in defending against the Proceeding, unless it is settled with the prior approval of the Attorney General or the Board.

- Claims and Disputes Against the Agent: The Organization shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action brought by or on behalf of the Organization by reason of the fact that the person is or was an Agent of the Organization for all Expenses actually and reasonable incurred in connection with the defense of that action, provided that both of the following are met:

The determination of good faith conduct required by Section 5 below must be made in the manner provided for in that Section; and, Upon application, the court in which the action was brought must determine that, in view of all of the circumstances of the case, the Agent should be entitled to indemnification for the Expenses incurred. If the Agent is found to be so entitled, the court shall determine the appropriate amount of Expenses to be reimbursed.

Section 5. Determination of Agent's Good Faith Conduct: The indemnification granted to an agent in Sections 3 and 4 above is conditioned upon the following:

- A. Required Standard of Conduct: The Agent seeking reimbursement must be found, in the manner provided below, to have acted in good faith, in a manner the Agent believed to be in the best interest of the Organization, and after having made such reasonable inquiry as an ordinary prudent person in a like position would have made in similar circumstances. The termination of any Proceeding by judgement, order, settlement, conviction, or on a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or in a manner which the person reasonably believed to be in the best interest of the Organization, or that the person has reasonable cause to believe that this conduct was unlawful. In the case of a criminal proceeding, in order to be found to have acted in good faith, the person must have had no reasonable cause to believe that the conduct at issue was unlawful.

Manner of Determination of Good Faith Conduct: The determination that the Agent did, or did not, act in a manner complying with Section 5 (A) above shall be made by: The Board by a majority vote of a quorum consisting of Officers and Directors who are not parties to the Proceeding; or, The Court in which the Proceeding is or was pending. Such determination may be made on application brought by the Organization or the Agent or the

attorney or other person rendering a defense to the Agent, whether or not the application by the Agent, attorney, or other person is opposed by the Organization.

Section 6. Limitations: No indemnification or advance shall be made under this Article, except as provided in Section 2 or 5 (b)(2), in any circumstances when it appears:

That the indemnification or advance would be inconsistent with a provision of the alleged cause of action asserted in the Proceeding in which the Expenses were incurred or other amounts were paid which prohibits or otherwise limits indemnification; or,

That the indemnification would be inconsistent with any condition expressly imposed by a court in approving a settlement.

Section 7. Advances of Expenses: Expenses incurred in defending any Proceeding may be advanced by the Organization before the final disposition of the Proceeding upon receipt of an undertaking by or on behalf of the Agent to repay the amount of the advance, unless it is determined ultimately that the Agent is entitled to be indemnified as authorized in this Article.

Section 8. Contractual Rights of Non-Directors and Non-Officers: Nothing contained in this Article shall affect any right to indemnification to which persons, other than Directors and officers of the organization or any subsidiary hereof, may be entitled by contract or otherwise.

Section 9. Insurance: The Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any Officer, Director, Department, or Agent of the Organization against any liability other than for violating provisions against self-dealing asserted against or incurred by the Agent in such capacity or arising out of the Agent's status as such, whether or not the Organization would have the power to indemnify the Agent against liability under provisions of this Article.

Article X: Records and Reports

Section 1. Maintenance and Inspection of Articles and Bylaws: The Organization shall keep at its principal office the original or a copy of the Organization's Articles of Incorporation and Bylaws as amended to date.

Section 2. Maintenance and Inspection of Other Organization Records: The accounting books and records and minutes of proceedings of the Board and any departments or committees shall be kept at such place or places designated by the Board. The minutes shall be kept in written form and the accounting books and records shall also be kept in written form or in any other form capable of being converted to written or printed form.

Section 3. Inspection By Board: Every Board member shall have the absolute right at any reasonable time to inspect all books, records, and documents of every kind and the

physical properties of the Organization and any subsidiaries. This inspection by a Board member may be made in person or by written request.

Article XI: General Organization Matters

Section 1. Checks, Drafts, Evidence of Indebtedness: All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Organization, shall be signed or endorsed by such person or persons and in such manner as from time to time shall be determined by resolution of the board.

Section 2. Organization Contracts and Instruments: How Executed: The Board, except as otherwise provided in these Bylaws, may authorize any officer or director, or agent, to enter into any contract or execute any instrument in the name of or behalf of the Organization, and this authority may be general or confined to specific instances; and unless so authorized or ratified by the Board or within the agency power of an officer, agent, or employee shall have any power or authority to bind the Organization by any contact or engagement or to pledge its credit or to render it liable for any purpose or for any amount.

Section 3. Construction and Definitions: Unless the context requires otherwise, the general provision, rules of construction and definitions in the Indiana Nonprofit Corporation Law shall govern the construction of the Bylaws. Without limiting the generality of this provision, the singular number include the plural, the plural number includes the singular, and the term "person" includes both an organization and a natural person.

Section 4. Amendment of Bylaws: These articles may be amended by two thirds vote of the members present at any general meeting, provided that notice has been given to the membership at a previous meeting or announced on the organization's website calendar 48 hours prior to meeting.

Presented at General Meeting Date:

Witnessed by:

Helen L. Boyett
Cathy Quinn
Kenneth Mitchell
Sary A. Hester
[Signature]
Kathy Lopez
[Signature] *[Signature]*